# STATE OF ARIZONA FILED

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DEPARTMENT OF INSURANCE

-	JEPARTIMENT OF MOON IN	DEPT OF INSURANCE
In the Matter of the Merger of	)	BY
	) Do	cket No. 16A-112-INS
Pruco Reinsurance, Ltd.		
(NAIC No. 14294)	)	
	) OR	DER APPROVING MERGER
Insurer,	)	
	)	
Into	)	
	)	
Prudential Annuities Life Assu	urance Corporation )	
(NAIC No. 86630),	)	
	)	
Petitioner.	)	
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On August 1, 2016, pursuant to A.R.S. § 20-731, Prudential Annuities Life Assurance Corporation ("Petitioner") submitted an application to the Arizona Department of Insurance ("Department") for the merger of Pruco Reinsurance, Ltd ("Insurer") with and into Petitioner.

Based upon reliable evidence provided to the Director of Insurance by the Assistant Director of the Financial Affairs Division of the Department, the Director finds as follows:

# FINDINGS OF FACT

- 1. Insurer is duly qualified and authorized as a captive insurer in the State of Arizona.
- 2. Petitioner is duly qualified and authorized as a life and disability insurer in the State of Arizona.
- 3. No evidence has been produced that would indicate or form the basis for a finding that the Plan and Agreement of Merger previously filed with the Department:

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a. Is contrary to law;

- b. Is unfair in the terms and conditions of the exchange of securities;
- c. Would substantially reduce the security of and service rendered to the policyholders of the Insurer in this State or elsewhere.
- 4. Insurer has a \$100.00 deposit with the Insurance Examiners' Revolving Fund ("IERF").
- 5. Petitioner has prepared a Statement of Merger that it intends to file with the Arizona Corporation Commission ("ACC").

### **CONCLUSIONS OF LAW**

- The application established that none of the enumerated grounds set forth in A.R.S. § 20-731 exist so as to provide a basis for disapproval or rejection of the Plan and Agreement of Merger.
- 2. The evidence established that Petitioner has complied with the provisions of A.R.S. § 20-731 and established by credible evidence that the Plan and Agreement of Merger between Insurer and Petitioner should be approved.

#### ORDER

- 1. The Plan and Agreement of Merger between Insurer and Petitioner is approved.
- 2. Petitioner may file its Statement of Merger with the ACC.
- 3. Insurer shall file its 2016 Annual Statement including applicable fees with the Department unless Petitioner files its Statement of Merger with the ACC on or before December 31, 2016.
- 4. Insurer shall pay its Certificate of Authority renewal fee to the Department unless Petitioner files its Statement of Merger with the ACC on or before March 31, 2017.

1	5. Petitioner shall provide the Department with an ACC certified copy of Petitioner's		
2	ACC filed Statement of Merger.		
3	6. The Department shall refund to the Insurer the \$100.00 that was previously		
4	credited to the IERF, pursuant to A.R.S. § 20-159.		
5	Effective this 18th day of August, 2016.		
6	Descie & Hess		
7	LÉSLIE R. HESS Interim Director of Insurance		
8			
9	COPY of the foregoing mailed/delivered this 23rd day of august, 2016, to:		
10	Amy Woltman, Vice President, Corporate Counsel		
11	The Prudential Insurance Company of America 213 Washington Street, 15 <sup>th</sup> Floor		
12	Newark, New Jersey 07102		
13	Mary Kosinski, Executive Assistant for Regulatory Affairs Steven Fromholtz, Assistant Director		
	Kurt Regner, CFE, Assistant Director Catherine O'Neil, Consumer Legal Affairs Officer		
14	Vince Gosz, Chief Analyst Captive Division		
15	Arizona Department of Insurance 2910 N. 44 <sup>th</sup> Street, Suite 210		
16	Phoenix, Arizona 85018		
17	m. Sal.		
17 18	Maidene Scheiner		
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